

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

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In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, et al.,

No. 17 BK 3283-LTS  
(Jointly Administered)

Debtors.<sup>1</sup>  
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**ORDER**

This matter is before the Court on the *Motion to Compel Compliance with February 26, 2018 Order and for Entry of a Protective Order of Ad Hoc Group of General Obligation Bondholders, Ambac Assurance Corporation, Assured Guaranty Corp., Assured Guaranty Municipal Corp., The Mutual Fund Group, and National Public Finance Guarantee Corporation* (Dkt. No. 2865<sup>2</sup>) (the “Motion to Compel”) as well as the joinder thereto related to the Puerto

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

<sup>2</sup> Unless otherwise indicated, all docket numbers refer to the Commonwealth of Puerto Rico Title III case, 17-BK-3283.

Rico Electric Power Authority (“PREPA”) (Dkt. No. 2948) (the “PREPA Motion”).<sup>3</sup> The Court held a hearing on May 21, 2018 on the Motion to Compel and the PREPA Motion. Consistent with the rulings made during the hearing, the Court hereby orders as follows:

1. The parties to the Motion to Compel shall file a proposed protective order with this Court by **May 30, 2018**.
2. The 47 documents identified in Exhibit B to the Motion to Compel are hereby ordered produced under Federal Rule of Bankruptcy Procedure 2004 and pursuant to the protective order agreed upon by the parties.<sup>4</sup> As confirmed by the Movants in open court, these 47 documents complete the production of outstanding fiscal plan development materials that existed in the data room as of the filing of the Motion to Compel on April 9, 2018. Movants will not seek to classify as fiscal plan development materials any additional documents which existed in the data room as of that date, and which have not otherwise been deemed produced.
3. The 7 documents identified in Exhibit A to the PREPA Motion are hereby ordered produced under Federal Rule of Bankruptcy Procedure 2004 and pursuant to the existing protective order between the parties to the PREPA Motion. See Dkt. No. 708 in 17-BK-4780. As confirmed by the PREPA Movants in open court, these 7 documents complete the production of outstanding fiscal plan development materials that existed

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<sup>3</sup> As articulated in this Court’s May 15, 2018 Order, the PREPA Motion is being treated as a motion to compel in the PREPA Title III proceeding, 17-BK-4780.

<sup>4</sup> The documents shall be produced to the moving parties to the Motion to Compel as well as the parties who joined the underlying Rule 2004 motion (Dkt. No. 1870). These parties are the Official Committee of Unsecured Creditors, the Official Committee of Retired Employees, Financial Guarantee Insurance Company, the ERS Secured Creditors, and the QTCB Noteholder Group.

in the data room as of the filing of the PREPA Motion on April 23, 2018. The PREPA Movants will not seek to classify as fiscal plan development materials any additional documents which existed in the data room as of that date, and which have not otherwise been deemed produced.

4. Respondents the Puerto Rico Fiscal Agency and Financial Advisory Authority, the Financial Oversight and Management Board for Puerto Rico, and PREPA have not waived their right to object to the admissibility of any document produced pursuant to this order.
5. Consistent with the procedures discussed at the hearing, the parties shall submit a proposed process for the production of fiscal plan development material identified after the filing of the Motion to Compel and PREPA Motion. The parties shall do so on or before **June 4, 2018**.

This resolves Dkt. Nos. 2865 and 2948 in 17-BK-3283 and Dkt. No. 808 in 17-BK-4780.

SO ORDERED.

/s/ Judith Gail Dein  
Judith Gail Dein  
United States Magistrate Judge

DATED: May 22, 2018